

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND U.S. CUSTOMS AND BORDER PROTECTION
REGARDING PROOF OF CLAIM NUMBER 16127

(U.S. CUSTOMS AND BORDER PROTECTION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and U.S. Customs And Border Protection ("CBP" or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And U.S. Customs And Border Protection Regarding Proof Of Claim Number 16127 (U.S. Customs And Border Protection) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on August 9, 2006, CBP filed proof of claim number 16127 (the "Proof of Claim") against Delphi. The Proof of Claim asserts (a) a secured contingent claim in the amount of \$82,643.04, (b) an unliquidated and/or contingent unsecured claim, and (c) an unliquidated and/or contingent priority claim for certain duties and warehouse entries (the "Claim").

WHEREAS, on May 22, 2007, the Debtors objected to the Proof of Claim pursuant to Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999).

WHEREAS, on June 21, 2007, the United States of America filed the United States Of America's Response To Debtor's Objection To The Claims Of U.S. Customs And Border Protection (Docket No. 8381) (the "Response").

WHEREAS, on February 4, 2008, this Court entered the Joint Stipulation And Agreed Order Capping Proof Of Claim No. 16127 (U.S. Customs And Border Protection) (Docket No. 12499), setting a maximum liability for the Proof of Claim in the amount of \$68,259.00.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, certain refunds are owed by CBP to the Debtors or their successors in interest on account of certain prepetition Customs' entries.

WHEREAS, Reorganized Debtors have provided CBP with the appropriate documentation and CBP has accepted such documentation so that CBP will close out entry number GN3-9529262-8 and convert case 2005230420186801 from a liquidated damages claim for failure to file an entry summary to a late filed entry summary, and mitigate the liquidated

damages claim accordingly to an amount of \$200.00.

WHEREAS, to resolve the Fifteenth Omnibus Claims Objection with respect to the Proof of Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Debtors and the Claimant agreed that the Proof of Claim should be allowed as a secured claim in the amount of \$200.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$200.00 and shall be treated as an allowed secured claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.

2. The Response is hereby deemed withdrawn with prejudice.

3. The Debtors, the Reorganized Debtors, and their successors in interest reserve any and all rights to any and all refunds owed by CBP to the Debtors, the Reorganized Debtors, or their respective successors in interest, as applicable.

4. The United States reserves any and all rights to any and all refunds owed by CBP to the Debtors, the Reorganized Debtors, or their respective successors in interest, as applicable.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 5th day of May, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

PREET BHARARA
United States Attorney for the
Southern District of New York

- and -

Kayalyn A. Marafioti
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

/s/ Joseph N. Cordaro

By: Joseph N. Cordaro
Assistant United States Attorney
86 Chambers Street
New York, New York 10007

Telephone: (212) 637-2745
Facsimile: (212) 637-2686
Email: joseph.cordaro@usdoj.gov
Attorneys for the United States of America